Edgar Filing: 21ST CENTURY INSURANCE GROUP - Form 4

21ST CENTURY INSURANCE GROUP

Form 4 October 01, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Washington, D.C. 20549
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

	Address of Reporting P E ROXANI M	Symbol 21ST CE	2. Issuer Name and Ticker or Trading Symbol 21ST CENTURY INSURANCE GROUP [TW]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (M	3. Date of (Month/Date 09/27/20	• /	nsaction		_X_ Director 10% Owned to the control of the				
(City)	(State)	Filed(Mon	ndment, Dat th/Day/Year)	C			Person	One Reporting Pe More than One Re	erson	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Table	3. Transactic Code (Instr. 8)	4. Securi	ties l (A) o l of (D	or)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	09/27/2007		D	4,500	D	\$ 22	0	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	of Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of D) Instr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 24.188	09/27/2007		D	4,000	<u>(2)</u>	09/03/2008	Common Stock	4,000
Employee Stock Option (Right to Buy)	\$ 17.813	09/27/2007		D	4,000	(2)	05/25/2009	Common Stock	4,000
Employee Stock Option (Right to Buy)	\$ 22.125	09/27/2007		D	4,000	(2)	05/23/2010	Common Stock	4,000
Employee Stock Option (Right to Buy)	\$ 18.15	09/27/2007		D	4,000	(2)	06/06/2011	Common Stock	4,000
Employee Stock Option (Right to Buy)	\$ 19.1	09/27/2007		D	4,000	(2)	06/26/2012	Common Stock	4,000
Employee Stock Option (Right to Buy)	\$ 14.8	09/27/2007		D	4,000	(2)	06/25/2013	Common Stock	4,000
Employee Stock Option (Right to Buy)	\$ 12.87	09/27/2007		D	4,000	(2)	05/26/2014	Common Stock	4,000

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Employee Stock Option (Right to Buy)	\$ 13.61	09/27/2007	D	4,000	(2)	05/25/2015	Common Stock	4,000
Employee Stock Option (Right to Buy)	\$ 15.27	09/27/2007	D	4,000	(2)	05/24/2016	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
GILLESPIE ROXANI M							
	X						

Signatures

Michael J. Cassanego with Power of Attorney for Roxani M.

Gillespie

10/01/2007

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- These shares were cancelled pursuant to the Agreement and Plan of Merger, dated as of May 15, 2007, among 21st Century Insurance Group (the "Company"), American International Group, Inc. ("AIG) and AIG TW Corp. ("Merger Sub"), as amended pursuant to Amendment No. 1 to Agreement and Plan of Merger, dated as of June 8, 2007, among the Company, AIG and Merger Sub (the "Merger Agreement"), in exchange for the per share merger consideration of \$22.00.
- (2) Each option was to vest on or before the first anniversary of the merger and was therefore cancelled pursuant to the Merger Agreement in exchange for the excess, if any, of \$22.00 per share over the exercise price per share under such option.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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